IIBA Greater Victoria

Chapter Bylaws

Version 3.3

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ARTICLE 1 – THE ORGANIZATION

1.1 Name

This organization shall be called the International Institute of Business Analysis – Greater Victoria Chapter (hereinafter "the Chapter"). The Chapter may also operate under Greater Victoria IIBA Chapter.

1.2 Charter and Incorporation

This organization is a Chapter chartered by the International Institute of Business Analysis, (hereinafter "IIBA®") and is separately incorporated as a society under the Societies Act under the laws of the Province of British Columbia.

ARTICLE 2 – PURPOSE

2.1 Purpose

The purpose of the Chapter is to promote the practice of business analysis, raise the profile of the business analyst role, provide a forum for networking, and locally represent the International Institute of Business Analysis (IIBA).

ARTICLE 3 – DEFINITIONS AND INTERPRETATIONS

3.1 Definitions

In these Bylaws, the following terms have these meanings:

BA Practitioner: Anyone who performs business analysis activities or who assumes the role of a business analyst on behalf of an organization.

Board: The Board of Directors of this Chapter.

Bylaws: The Bylaws of this Chapter. The rules of governance for the Greater Victoria IIBA Chapter.

Chapter: The body of IIBA members and interested parties that form this Chapter.

Chapter Member: Hereinafter referred to as Member, an individual who is registered with IIBA and with the Chapter.

A Member is in good standing when:

a. Membership dues to IIBA are current
b. In their IIBA profile, the member has selected Greater Victoria as the local chapter;
c. The member has no past due invoices with the Chapter

Chapter Policies and Procedures: The policies and procedures developed and maintained by the Chapter.

Director: Any person elected or appointed to a voting position on the Board.

Executive Committee: This includes the President, Vice President & Treasurer

General Meeting: A gathering of Chapter Members with Chapter business on the agenda. Other terms with the same meaning include: The Annual General Meeting (AGM), Chapter Business Meeting, and Special General Meeting.

Officer: A Board member who has signing authority for the Board.

Ordinary Resolution: A resolution to be passed by members requiring a simple majority vote for the Members in attendance.

Quorum of the Board: A quorum shall consist of a simple majority of the Board

Quorum of the Membership: A quorum shall consist of Members present at General Meetings, or those who have responded to a Special Resolution (no minimum)

Special Resolution: A resolution to be passed by the Members requiring a 75% majority vote from a quorum of board and membership attending the meeting. Notice of intention to propose a

Special Resolution must be provided to the Membership at minimum, 21 days in advance. The option to vote must be madeto all Members in good standing and may be accomplished by an online survey or other written mechanism.

3.2 Interpretations

The following rules apply when interpreting these Bylaws:

Singular and Plural: Words indicating the singular number also include the plural and vice-versa.

Headings: Headings are for convenience only and do not affect the interpretation of these Bylaws.

Liberal Interpretation: These Bylaws are intended as guiding principles for the operation of the Chapter, and where conflicts arise should be interpreted with reasonableness and good judgment.

Gender: Words are not gender specific.

ARTICLE 4 – GOVERNANCE

4.1 Board of Directors

4.1.1 Composition and Authority

An elected Board of Directors, herein referred to as ‘the Board’, shall be the governing body of the Chapter responsible for setting direction and policy with full authority over all affairs of the Chapter, including Chapter business and funds. Approval of the Board, in accordance with these Bylaws shall be required for all Chapter activities. Unless otherwise provided for in these Bylaws, all actions and decisions of the Board shall be final.

The Board shall include the following Executive Committee positions:

- President
- Vice President
- Treasurer

In addition to the Executive no less than one (1) and no greater than five (5) Directors shall be chosen as members of the Board.

All Board Members shall be members in good standing.

No Chapter activity shall be approved that endorses any one individual, company, and/or product. Board members may not directly receive any personal monetary profit from any Chapter or Board activity, whether by design or otherwise. The Board must authorize use of proceeds from any Chapter activity.

4.1.2 Term of Office and Tenure

The term of office for all Directors will be two (2) years, apart from the first elections of the Chapter. Each Director may hold a specific position for a maximum of two (2) consecutive terms, except where there is no other available candidate to be considered at the end of the second term.

Apart from the first election of the Board, elected positions will be staggered such that reappointment will take place two (2) years after initial appointment. Directors will be elected in two groups, with terms commencing in alternate years. As documented in section 1.3 of the ‘GVC Board Position Description’ document.

Not all Board positions may be filled during each election year, however, the minimum Board positions as noted in section 4.1.1 shall be satisfied.

Directors shall hold office for the duration of their term or until they have completed transition of duties to their successor.

4.1.3 Nominations and Elections

A Nominations Committee will be established by the Executive Members of the Board and chaired by a Board appointed person who is currently not a member of the Board.

Candidates for Board positions will be nominated by the Membership via a petition process that is defined by the Nomination Committee and approved by the Board. Such a petition process shall provide at least one month’s notice of forthcoming elections to allow for nominations.

Notifications of elections and the slate of nominees shall be sent with a minimum of seven (7) calendar days to the membership. No current member of the Nominating Committee shall be included in the slate of nominees presented for election.

Discrimination in nominations and election procedures based on race, colour, creed, gender, age, national origin, religion, physical or mental disability, political belief, marital status, sexual orientation or other unlawful purpose is prohibited.

The Directors of the Chapter shall be elected by Resolution at a duly constituted General Meeting coinciding with the annual election schedule and term for that position.

Voting shall be conducted by secret ballot. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Candidates who are elected shall take office at the conclusion of the general meeting and a three (3) month transition period will commence following the election. Newly elected Directors will not have voting rights until their respective transition period ends.

4.2 Board Removals, Resignations and Vacancy

4.2.1 Removal from Office

The Board may declare a Director position to be vacant where a Director:

- Fails to abide by these bylaws
- Ceases to be a Member in good standing of IIBA
- Fails to attend three (3) consecutive regularly scheduled Board meetings
- Fails to effectively perform their responsibilities
- Does something judged to be harmful to the Board, Chapter or IIBA

Such declarations shall require the passing of a motion to that effect by a Quorum of the Board.

The affected Director shall receive written notice of the Board's intention to remove them from office at least two (2) weeks prior to the Board meeting at which the motion will be discussed. The notice shall be sent to the address shown on the Chapter membership list produced by the IIBA and shall be marked Confidential. A Director may also deliver the notice. The notice shall state the reasons why removal is being considered.

The Director shall have an opportunity to appear before the Board to address the matter. The

Board may allow another person to accompany and/or represent the Director. The Board may exclude the Director and the Director's representative from its discussion of the matter, including the deciding vote. The decision of the Board is final.

4.2.2 Resignations

A Director may resign by submitting written or e-mail notice to an Executive Board Member. Unless another time is specified in the notice or determined by the Board, a resignation shall be effective upon receipt by the Board of the notice.

4.2.3 Vacancies

If a Director position becomes vacant, the Board may appoint, by motion, a successor to fill that office for the unexpired portion of its term.

In the event the President is unable or unwilling to complete the current term of office, the Vice President will assume the duties and office of the President for the remainder of the term. If the Vice President is unable or unwilling to complete the current term of the President, the Board may then appoint an eligible Member to fill the vacated office for the remainder of its term.

4.3 Chapter Management

4.3.1 Policies and Procedures

The board shall develop and maintain Policies and Procedures to better enable the achievement of the purposes and the day-to-day operations of the Chapter.

4.3.2 Calling Board Meetings

The Board shall meet regularly at a place and time determined by the President, or at the written request of three (3) Directors directed to the Board Secretary.

Meetings shall be conducted in accordance with generally accepted best practices and documented accordingly.

The Board shall meet in person when possible or by teleconference.

4.3.3 Board Actions

A motion may be put forward by any Director and seconded by another Director. Motions shall be voted on by the Board except where general consent is requested, and no objections is received. Motions are required for, but not limited to, the following:

- Acceptance of Board meeting minutes from previous session (by general consent);
- Expenditure of funds;
- Proposed change to the Bylaws;
- Change in organizational structure or active Director positions; and
- Appointments to vacant Director position(s)

Each Director shall be entitled to one (1) vote on any matter or motion coming before the Board. Every decision of the Board shall be approved by a Quorum of the Board vote except as provided for elsewhere in these Bylaws. Abstaining from a vote is only acceptable in cases where conflict of interest exist. The President has a deciding vote in the case of a tie.

A resolution in writing, signed by all the directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors. Approval by email or other electronic means is acceptable in lieu of signature.

4.3.4 Conflict of Interest

All Directors, appointed committee members and authorized representatives of the Chapter shall disclose any interest or affiliation they may have with any entity or individual with which the Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

4.3.5 Bylaw Governance

Wherever these Bylaws conflict with the IIBA Bylaws and policies, the IIBA Bylaws and policies shall govern the Board.

4.3.6 Amendment of Bylaws

These Bylaws shall only be amended by a Resolution at a duly constituted General Meeting.

Proposed amendments must be submitted to the Board in writing by a Member in good

standing. The Secretary shall receive the proposal; confirm consistency with Chapter Bylaws; and forward to the appropriate Director. The Director will then prepare a corresponding impact statement. This process should be completed within two months of receipt or the Director shall respond in writing to the submitting Member the reason for the delay. Every attempt will be made to resolve the obstacle and complete the impact statement. Upon completion, the statement and analysis shall be presented to the Board for review.

The proposed amendment shall be discussed and handled by motion as one of: approved to proceed; rejected; or returned for further study. Rejection may only be due to the proposal being inconsistent with Law, noncompliant with IIBA statutes or policies, or in conflict with the Chapter purpose or charter.

Once approved to proceed, proposed amendments must be presented to the membership in writing, at least 21 days prior to the applicable General Meeting. The Board shall record the dates and signatures of those involved with processing the proposed amendment. This information shall be made available upon request.

Approval of proposed amendments shall be by passage of a Resolution. The amended Bylaws shall take effect immediately upon passage of the Resolution unless otherwise specified by the resolution.

4.4 Committees

A Director may establish or abolish, as it deems necessary from time to time, Committees to carry out long term and/or on-going defined tasks. The Director is accountable for all actions and shall report on status and outcomes to the Board. Each Committee shall be governed by the Chapter Policies and Procedures which shall delineate such things as the committee's purpose and objectives, structure, operational parameters, responsibilities, etc. as determined by the Board.

Additional Volunteers may be selected to perform specific tasks and activities not related to a Committee. Each Volunteer will report to the Director that is accountable for these activities. Volunteer roles shall be governed by the Chapter Policies and Procedures which shall delineate such things as the committee's purpose and objectives, structure, operational parameters, responsibilities, etc. as determined by the Board.

Any funding required by a Committee or Volunteer may be authorized to its Chair, on approval of the Board. The Chair or sponsoring Director, as designated in the Chapter Policies and

Procedures, shall be responsible for administration and accounting of any allocated funds and shall submit a monthly report to the Board.

ARTICLE 5 – MEMBERSHIP

5.1 General Membership

5.1.1 Eligibility

Membership in the Chapter shall be open to any person interested in the declared purposes of the Chapter, regardless of race, colour, creed, gender, age, religion, national origin, physical or mental disability, political belief, marital status or sexual orientation. Membership in the Chapter requires membership with IIBA and selection by the member of the Chapter. The Chapter shall not create its own membership categories.

5.1.2 Membership and Dues

All members shall pay the required IIBA harmonized membership dues to IIBA.

5.1.3 Rights and Privileges of Members

Members shall be governed by and abide by the IIBA Bylaws and by the Bylaws of the Chapter and all policies, procedures, rules and directives lawfully made hereunder. Any member is in good standing when:

a. Membership dues to IIBA are paid;
b. The member has not been expelled as a Chapter Member; and
c. The member has no past due invoices with the Chapter or IIBA

Any Member in good standing is entitled to receive notice of meetings of the Chapter, attend any meeting of the Chapter, speak at any General Meeting of the Chapter and exercise other rights and privileges given to Members in these Bylaws.

5.1.4 Termination of Rights and Privileges

All Chapter rights and privileges accorded to a Member cease when the Member transfers to another IIBA Chapter, resigns, dies or is expelled from the Chapter.

5.1.5 Transferability of Membership

No right or privilege of any Member is transferable to another person.

5.1.6 Confidentiality of Membership Information

The membership database and listings provided by IIBA to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Chapter, consistent with IIBA policies.

5.2 Suspension of Membership

5.2.1 Decision to Suspend

The Board may suspend a Member's membership if:

- The Member has failed to abide by the Bylaws;
- The Member has disrupted meetings or functions of the Chapter; or
- The Member has done something judged to be harmful to the Chapter or failed to fulfill a commitment, the failure of which could be judged harmful to the Chapter.

No member shall be suspended without due process identified in Section 5.2.2 and 5.2.3 of these By-Laws. Suspension shall require an affirmative vote of two-thirds (2/3) majority of the Board present at a Board meeting. The Board shall determine the duration of the suspension.

5.2.2 Notice to Member

The affected Member shall receive written or e-mail notice of the Board's intention to deal with a recommendation to suspend. The member shall receive two (2) weeks notice before the Board meeting at which discussion of the suspension is to be included on the agenda. The notice shall be sent to the physical or e-mail address shown on the chapter membership list produced by the IIBA and shall be marked Confidential. A Director may also personally deliver the notice. The notice shall also state the reasons why expulsion is being considered.

5.2.3 Decision of the Board

The Member shall have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany and/or represent the Member. The Board may exclude the Member and the Member's representative from its discussion of the matter, including the deciding vote. The decision of the Board is final.

5.2.4 Delinquency

A Member shall be considered delinquent if IIBA dues have not been paid by the renewal date.

A Member shall be deemed as resigned if their membership is not in good standing with IIBA. Making payment in full of all unpaid dues for IIBA may reinstate the member.

5.3 Personal Gain

No Member of the Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Chapter except as otherwise provided in these Bylaws.

ARTICLE 6 – MEMBERSHIP MEETINGS

6.1 General Meeting

An Annual General Meeting (AGM) of the membership shall be held once a year, no later June 30, at a location to be determined by the Board. The Board may convene a SpecialGeneral Meeting at their discretion.

Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business. Notification will be sent by email toall members regardless of the email preferences identified in their member data.

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, anyof the members entitled to receive notice does not invalidate proceedings at that meeting.

General meetings shall be conducted in accordance with generally accepted businesspractices and documented accordingly, as determined by the Board.

The President of the society, the Vice President or in the absence of both, one of the otherDirectors present, shall preside as chairman of a general meeting.

6.2 Chapter Meetings & Events

Chapter Meetings and events will be held on a regular basis per the annual calendar prepared by the Board and maintained as part of Chapter Policies and Procedures

Chapter meetings and events will be made available to Members and Guests. Notification will be sent byemail to members based on the email preferences specified in their Member Date. Individuals on the Chapter mailing list will also receive notification.

ARTICLE 7 – FINANCE

7.1 Annual Financial Reporting

- The fiscal year of the Chapter shall be from 1 January to 31 December.
- The Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.
- All membership dues billings, collections and disbursements shall be handled by IIBA.

- Review of records and accounting practice will be performed every two (2) years by an independent third party.
- Annual financial statements including a balance sheet and income statement will be shared with IIBA within three months of the Annual General Meeting.

7.1.1 Budget

A budget showing anticipated revenue and authorized expenses shall be adopted annually by the Board. The annual budget for succeeding years shall be consistent with Board-approved annual budgeting policies and procedures. The Board is required to exercise reasonable diligence in the management of the Chapter's business and finances.

7.1.1 Financial Statement

An annual financial statement shall be prepared and presented to the Board and subsequently presented to the general membership at a General Meeting.

7.2 Accounting Records Management

7.2.1 Preparation and Keeping of Books and Records

A permanent record shall be kept of all Chapter financial transactions in accordance with International Reporting Standards (IFRS) and Canada Customs and Revenue Agency regulations and guidelines.

7.2.2 Inspection of Books and Records by Members

All financial records of the Chapter are open for such inspection by any Member in good standing. A Member wishing to inspect the books or records of the Chapter must give at least thirty-days notice to the President of the Member's intention to do so.

Other records of the Chapter are also open for inspection, except for those records designated as confidential or private in accordance with these Bylaws, the Chapter Policies and Procedures, or applicable privacy legislation.

7.2.3 Financial Review

The Board shall provide for an annual financial review of the Chapter's finances and financial statements by appointing a member of the Chapter who is not members of the Board to conduct the review. Results of the annual financial review shall be reported to the Board.

7.3 Financial Authority

Signing authority shall consist of the President, Vice President and Treasurer and up to two additional directors approved by the Board. The Board shall approve any expenditures orcontracts entered into by the Chapter.

The Board may not borrow any money or sell, mortgage, lease away or otherwise dispose of its real property unless authorized by an affirmative resolution vote of the members.

ARTICLE 8 – INDEMNIFICATION

8.1 Compensation

No Director, appointed committee member or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by a Director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

8.2 Contracts

The Chapter may engage in contracts or transactions with Members, Directors, appointed committee members or authorized representatives of the Chapter and any corporation, partnership, association or other organization in which one or more of the Chapter's Directors, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

a. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to commencement of any such contract or transaction;
b. the Board in good faith authorizes the contract or transaction by a majority vote of theDirectors who do not have an interest in the transaction or contract; and
c. the contract or transaction is fair to the Chapter and complies with the laws and regulations ofthe applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

8.3 Indemnification

In the event that any person who is or was a Director, Committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Chapter, has been made party, or is threatened to be made party to any civil, criminal, administrative, or investigative action or proceeding pertaining to any current or past matters directly related to the Chapter, such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

8.4 Determination of Proper Indemnification

Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

8.5 Indemnification not Exclusive of Other Rights/Court Determinations

8.5.1 Extent of Indemnification

The indemnification provided under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, any agreement, vote of disinterested Directors, or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding office, and any such indemnification shall continue and as to a person who has ceased to be a Director, committee member or authorized representative, and shall inure to the benefit of the heirs, executors, and administrators of such person.

8.5.2 Effect of Court Determinations

Indemnification made pursuant to this Article shall not be made in any case where the act, or failure to act, giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

ARTICLE 9 – DISSOLUTION

9.1 Distributing Assets and Dissolving the Chapter

The Chapter shall not pay any dividends or distribute its property among its Members. The Chapter shall be dissolved only by the passage of a Resolution at a General Meeting.

After payment of all debts, the remaining assets shall be liquidated and donated to a charitable institution as defined under the Society Act. All assets to be donated shall be documented at the time of dissolution and distributed accordingly.

ANNEX 1 - Revisions

Ver.	Date of Revision	Revision Made
3.3	**June 1, 2021**	Version 3.2 was created but not put forward for approval. Changes in V3.3 are required to bring these bylaws into alignment with the harmonized membership model introduced by IIBA in May of 2021. 3.1: Definitions • Chapter Member: definition of 'member in good standing' updated to remove reference to Chapter dues and selection of Greater Victoria chapter in the member's IIBA profile. • 'Executive Director' updated to 'Executive Committee' throughout the document • Quorum of the board: Removed reference to number of directors and executive directors. • Quorum of the membership: clarified by adding 'no minimum' • Special resolution: quorum clarified to include board and membership 4.2.1: Removal from Office • References to IIBA added • Failure to attend consecutive meetings changed from 2 to 3 4.3.6: Amendment of Bylaws • Notice of bylaw changes amended from 30 days to 21 days prior to the applicable General meeting to align with meeting notice requirements. 5.1.1: Eligibility • Updated to remove responsibility of Chapter to verify IIBA membership as this is manage by IIBA 5.1.2: Membership and Dues • References to Chapter dues removed 5.1.3: Rights and Privileges of Members • References to Chapter dues removed and IIBA added 5.1.4: Termination of Rights and Privileges • Reference to Chapter dues removed

		5.2.4: Delinquency • Updated to reflect new membership model 6.1 General meetings • Notice of meeting requirement added to match Special Resolutions 7.1 Annual Financial Reporting • Content added to align with IIBA requirements • Fiscal year changed from May 1/April 30 to January 1/December 31 to align with IIBA reporting requirements • Reporting requirements from IIBA added 9.1 Dissolution • Updated to remove a reference to holding assets for six months after dissolution.

3.2	**June 05, 2019**	Applied general formatting changes, reduced redundancy and modified the flow of information throughout the document. These formatting changes will not be captured in this annex. Revisions made to specific bylaws are summarized below: 3.1 Definitions ● Clarified the definition of Chapter Member ● Added 'Executive Director' and 'Ordinary Resolution' ● Redefined 'Special Resolution' ● Separated the definition of Quorum of the Board and 'Quorum of Membership' Section 4.1 Board of Directors ● Clarified the structure of the Board and introduced 'Executive Director', which includes President, Vice President & Treasurer ● Secretary has been removed from Executive Director role Section 4.1.2 Term of Office & Tenure ● Clarified tenure and terms, including staggered reappointments Section 4.1.3 Nominations & Elections ● Incorporated need for a nominations committee ● Added (3) month transition period Section 4.2.1 Removal From Office ● Defined the rules, where rules did not exist, that would see a Director removed from the Board Section 4.2.2 Resignations ● notice of resignation is now directed to Executive Board Members rather than President and Secretary Section 4.3 Director roles & Accountabilities ● Removed from this document. These roles are defined in its own document that will be available to the public on www.iiba.victoria.org Section 4.3.2 Calling Board Meetings ● Removed any referenced to Roberts rules and replaced with 'generally accepted and best practices' Section 4.3.3 Board Actions ● Enhanced the motion & decision making process for clarity Section 4.4 Committees ● Removed roles of Nominating & Other Committees as this is defined in the roles description document

		• Modified this section to include content that covers the rules of establishing or abolishing a committee Section 6.1 General Meetings • Removed any reference to Roberts Rules and replaced with 'generally accepted and best practices' • Updated notice of meeting, accidental omissions and meeting chairpersons. • Removed the need to stand adjourned if the quorum is not present and schedule for the following week • Adjournment of the general meeting takes place at the end of meeting 6.2 Chapter Meetings & Events • Change this section from Proceedings at General Meetings - this content was addressed in 6.1 • Incorporated reference to the annual calendar that will be managed as part of the Chapter policies and procedures • Includes notification to members & guests 7.3 Financial Authority • Changed authorized signers from President, Treasurer and Secretary to President, Vice President and up to tow Directors.